LISTING STATEMENT No. 1569

LISTED OCTOBER 31st, 1949 4,000,000 shares at \$1.00 par value Ticker abbreviation BNT Dial ticker number 671 Post section 3.1

# THE TORONTO STOCK EXCHANGE

# LISTING STATEMENT

# BARNAT MINES LIMITED

(No Personal Liability)

Incorporated under Quebec Mining Companies Act by Letters Patent dated July 5th, 1948

1. Address of the Company's Head Office and of any other offices:

Head Office: 355 St. James St. West, Montreal Secretary: 56 Sparks Street, Ottawa, Ontario Mine Office: Malartic, Quebec

2. Officers of the Company:

OFFICE HELD

NAME

ADDRESS

OCCUPATION

President

M. A. Thomson

355 St. James St. W., Montreal

Broker

Vice President Secretary-Treasurer St. Barbe Sladen A. Murray Milne

56 Sparks St., Ottawa 56 Sparks St., Ottawa Mine Management Chartered Accountant

Asst. Sec. Treas.

(Mrs.) Jean Forbes

355 St. James St. W., Montreal

Secretary

Directors of the Company:

NAME

ADDRESS

OCCUPATION

M. A. Thomson St. B. Sladen

355 St. James St. W., Montreal 56 Sparks St., Ottawa Federal Building, Toronto

Broker Mine Management

R. T. Birks W. H. Miner

Granby, Quebec

Barrister

Noranda Mines Limited, Royal Bank Building, Toronto

President—Miner Rubber Co.

Oliver Hall

E. H. Pooler

360 St. James St. W., Montreal (National Malartic Mines Ltd.)

Mining Engineer Mining Executive

Gustave Rainville

302 Bay Street, Toronto, Ontario

Stock Broker

Amount of authorized capital: \$4,000,000.00

Number of shares and par value: 4,000,000 at \$1.00 each

Full details of all shares issued in payment for properties or for any other assets other than cash:

August 1, 1949 ..... 3,516,678

Shares issued for mining claims as set out in Mining Engineer's report

on page 7.

August 1, 1949 ..... 333,315 Shares issued for pre-production expenses, as expended by National

Malartic Mines Limited.

3,849,993 Total.....

Number of shares sold for cash.....

Total number of shares issued .....

3,850,000

9. Number of shares now in treasury or otherwise unissued: 150,000

This listing statement is a copy of the listing application made by the applicant company. The Exchange has received no consideration in connection with the issue of this listing statement other than the customary listing The papers and exhibits submitted by the applicant company in support of the listing application are open for inspection at the general office of the Exchange.

10. Full details of all shares for cash.	sold Date Number of Sharers Price per Share Amount realized by Compa 14th June, 1948 7 \$1.00 \$7.00
	Total 7 \$7.00
11. Particulars of any issued sheld in trust for the Comor donated for treasury purp	pany
12. Date of last annual meeting	. 28th April, 1949
13. Date of last report to sl holders.	nare- 28th April, 1949
14. Details of any treasury share shares issued subject to payr or shares held for the benef the treasury) now under or or the subject of any ur writing or sales agreement none, this to be stated.	ment fit of potion poti
15. Details of any shares pood deposited in escrow, non-treferable or held under any sy cate agreement or control.	ans-
6. Details of any registration or approval or authority for granted by or any filing a Securities Commission or responding Government body	sale with cor-
17. Has any application for registion with, or approval or a ority for sale by or any filing a Securities Commission or responding Government bever been refused, cancelled revoked? If so, give particul	uth- with cor- pody d or
8. Particulars of any bonds, del tures, notes, mortgages, char liens or hypothecations standing.	ges, 1968, but redeemable on 30 days notice prior to maturity.
19. Names and addresses of transfer agents.	all Chartered Trust Company, Chartered Trust Company, 34 King Street, West, Toronto 1, Ontario Montreal, P.O.

20. Particulars of any fee charged upon transfers other than customary government taxes.	Nil.	strain binnedia. Incoming to
21. Names and addresses of all registrars.	Chartered Trust Company, 34 King Street, West, Toronto 1, Ontario	Chartered Trust Company, 388 St. James St. W., Montreal, P.Q.
	11 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	Thing went about this you want on a second of the second o
		Character de la company de
22. Are any lawsuits pending against the Company or any of its properties, or are there any other circumstances which might affect the Company's position or title adversely? If so, explain fully.	No.	Market and the second of the s
23. Enumerate fully, giving claim or property numbers, approximate acreage, townships and mining camp or oil field:	See "Mining Engineer's Rep	ort" on page 7.
(a) Properties owned where titles vested in Company.		
(b) Properties leased.		
(c) Properties otherwise held.  Give particulars of title held by the Company in each instance, (e.g. patented, unpatented, Crown granted, held under mining license, perpetual lease, etc.)		To specify you be a set on a first set of the second secon
	No. of the second	33. Have not stone of the Com-
24. Full particulars of any royalties or other charges payable upon production from each individual property.	Nil.	you II beginning along with
25. Describe plant and equipment on property.	entered into an agreemed Limited leases to Barna years from August 1st, equipment at the rate may automatically be years. Sladen Malartic	nited and Barnat Mines Limited have ent under which Sladen Malartic Mines at Mines Limited for a period of twenty 1948, its mining plant, machinery and e of \$3,500.00 per month. This lease renewed for a further period of twenty Mines Limited have granted to Barnat clusive option to purchase the mining
ALLANE", Surreture Trisciums.	plant, etc., for \$800,00 lease or renewal thereof	00.00 during the period of the present
26. Describe development accomplished and planned.	See "Mining Engineer's Rep	ort" on page 7.

27. Date and author of mining engineer's or petroleum geologist's report filed with this application and available for inspection on request.	page 7).
28. Full particulars of production to date.	See "Mining Engineer's Report" on page 7.
29. Have any dividends been paid? If so, give dates, per share rate and amount paid in dollars on each distribution.	
30. Name and address of the solicitor or attorney whose certificate as to titles and to the fact that there are no encumbrances or tax arrears has been filed with the Exchange.	Barristers and Solicitors, 355 St. James St. W., Montreal, P.O.
31. Name and address of the solicitor or attorney whose certificate as to the legality of the incorporation and organization of the Company, the validity of its shares and the fact that they are fully paid and non-assessable has been filed with the Exchange.	Messrs. Parkins and DuBoyce, Barristers and Solicitors, 355 St. James St. W., Montreal, P.Q.
32. Has the listing of any shares of the Company ever been refused or deferred on any stock exchange? If so, give particulars.	No. to confer the an exall energy to them a agent.
33. Have any shares of the Company ever been listed on any other stock exchange? If so, give particulars.	No.

Dated at Ottawa, the 24th day of October, 1949.



BARNAT MINES LIMITED (No Personal Liability)

"ST. BARBE SLADEN", Vice President.
"A. MURRAY MILNE", Secretary-Treasurer.

## STATEMENT SHOWING NUMBER OF SHAREHOLDERS as of 28th September, 1949

Numbe	r					1 70.51		Shares
61	Holders	of	1		100	share	S	3,957
149		"	101	-	1000	4.4	***************************************	69,650
17	4.4	4.4	1001	-	2000	4.6	***************************************	27,650
14	6.6	4.6	2001	-	3000	4.6	*********	35,850
5	4.6	4.4	3001	-	4000	4.6		17,650
12	6.6	"	4001	_	5000	6.6	***************************************	58,400
13	* *	4.4	5001		up	"		3,636,843
271	Stockhol	der	S				Total Shares	3,850,000

# FINANCIAL STATEMENTS

# BALANCE SHEET AS AT 31st DECEMBER, 1948

# ASSETS

Current Assets:		
Bullion on Hand	29/1-17/-	\$ 24,582.88
Inventories of Supplies on Hand		129,741.09
(As certified by the Management and valued at average cost)		1-416
Accounts Receivable		698.33
Due from the Federal Government for assistance under The Gold estimated and subject to final determination by the Departme		21,958.20
Fixed Assets:		\$176,980.50
Mining Properties		351,665.10
Equipment—At Cost		l arl
Less: Reserve for Depreciation		
		13,398.44
Preproduction Expenses: Less amount written off		312,482.85
Deferred Charges: Prepaid Insurance, Taxes, etc		9,778.56
Deficit:	e de de de la company	(3) 10
Loss from date of incorporation 5th July, 1948 to 31st December, 1		
		\$989,627.48
		. 10127 1-
LIABILITIES		
Current Liabilities: Accounts Payable and Accrued Charges		<b>A</b> 25 040 45
Salaries and Wages Payable		\$ 35,918.17 13,154.07
Salaties and wages Layable		15,154.07
		\$ 49,072.24
SLADEN MALARTIC MINES LTD.		117,568.14
DEBENTURE NOTES—Bearing Interest at 5% and maturing 1st Augus redeemable on 30 days notice prior to maturity	st, 1968 but	
Authorized	\$ 750,000.00	
Issued		138,000.00
		100,000.00
CAPITAL: Authorized—4,000,000 shares of \$1.00 each	\$4,000,000,00	
Authorized—4,000,000 shares of \$1.00 each	\$4,000,000.00	
Issued and Fully Paid— 7 Shares issued for cash		
3,516,678 Shares issued for mining claims		
333,315 Shares issued for preproduction e	expenses 333,315.00	
3,850,000	\$3,850,000.00	
Less: Discount on Shares issued for Mining Claims	3,165,012.90	604 605
	a designation of the	684,987.10
		4000 (05 10

Note: Interest on the issued debenture notes amounting to \$2,875.00 has not been paid or provided for in these accounts.

Signed on behalf of the Board:

"M. A. THOMSON", Director. "ST. B. SLADEN", Director.

\$989,627.48

### STATEMENT OF INCOME AND EXPENDITURE FROM DATE OF INCORPORATION (5th JULY, 1948) TO 31st DECEMBER, 1948

INCOME:		\$204,561.96
Bullion Produced		1,493.17
Assistance under The Emergency Gold Mining Assistance Act—estimated and su determination by the Department of Mines and Resources	bject to final	21,958.20
		\$228,013.33
Expenditure: Development	\$ 90,087.46 114,796.83 75,967.01	, , , , , , , , , , , , , , , , , , , ,
Mine Office \$45,912.37 Ottawa Office 1,200.00	47,112.37	
Marketing Costs.  Taxes other than income.	1,848.24 2,439.39	332,251.30
Depreciation	\$ 251.91	104,237.97
Preproduction expense written off.	20,832.15	21,084.06
NET LOSS FOR THE YEAR		\$125,322.03

#### SUPPLEMENTAL FINANCIAL INFORMATION

The following statements are certified to be true extracts of the Mines Office records of the Barnat Mines "A. H. JAQUES", Ltd.

Accountant.

Mines Office, Malartic, Que., September, 1949.

# BALANCE SHEET AS OF SEPTEMBER 30th, 1949

DALANGE SHEET AS OF SEFTEMBER 30th, 1949		
	\$ 20,993.26	
Bullion on Hand		\$ 74,070.52
Accounts Receivable	\$ 13.37 123,911.22	123,924.59
Dominion of Canada Gold Assistance Act		13,921.56
Prepaid Items, Insurance, etc.		21,395.51
Mining Properties Preproduction Expense  Less: Reserve		351,665.10
		295,817.13
Plant and Equipment.  Less: Depreciation.	\$ 19,299.90 934.43	
Less: Depreciation	934.43	18,365.47
Net Loss		331,838.41
		\$1,230,998.29
LIABILITIES:		
Accounts Payable	\$ 25,050.52	
Payroll Payable	12,519.08	37,569.60
Sladen Malartic Mines Ltd.		368,459.92
Accrued Items and Suspense		1,078.34
Reserve for Taxes		903.33
Debentures Issued Capital Stock, Less Discount		138,000.00 684,987.10
		\$1,230,998.29

### PROFIT AND LOSS STATEMENT FOR PERIOD JANUARY 1st TO SEPTEMBER 30th, 1949

REDIT:	
Premium on American Funds	\$ 4,401.37
Recoveries, Gold	431,672.25
Recoveries, Silver	4,172.21
Less: Marketing Cost	\$440,245.83 3,734.24
Other Income.	\$436,511.59 1,747.57
	\$438,259.16

DEF		
	Cartage of Ore to Crusher	\$ 8,633.50
	Mining	200,836.73
	Development	182,021.55
	Development	139,366.74
	Administration	92,138.14
	Taxes other than Income	4,430.64
		\$627,427.30
App	Loss before adding items below	\$189,168.14
4 100	Depreciation	\$ 682.52
	Preproduction Expense	16,665.72
	Net Loss	\$206,516.38
	Loss Dec. 31, 1948.	\$125,322.03
	Net Loss to date	\$331,838.41

### 'AUDITORS' REPORT TO THE SHAREHOLDERS

We have examined the books and accounts of Barnat Mines, Ltd. (No Personal Liability) for the period from 5th July (date of incorporation) to 31st December, 1948, and have obtained all the information and explanations we have required. We examined or tested the accounting records and supporting evidence and made a general review of the accounting methods, but we did not make a detailed audit of all the transactions.

Subject to the foregoing, in our opinion, the attached Balance Sheet is properly drawn up so as to exhibit a true and correct view of the state of the Company's affairs, according to the best of our information, the explanations given to us and as shown by the books of the Company.

"RIDDELL, STEAD, GRAHAM & HUTCHISON"

Chartered Accountants, Auditors.

### MINING ENGINEER'S REPORT

Montreal, 3rd March, 1949.

#### PROPERTY

The property is a consolidation of the mining claims of Sladen Malartic Mines Limited and National Malartic Gold Mines Limited. It consists of 2,005 acres located in Fourniere Township, County of Abitibi, Province of Quebec, and forms part of the Town of Malartic, which is readily accessible by railway and highway. The group includes Blocks 15 to 21, 26, 27 and claims 48987, 8, 9 and 90 recorded as a Mining Concession and 17 claims held under Development License, all formerly owned by Sladen Malartic Mines Limited. Also Block 25 which was owned by National Malartic Mines Limited. The claims are bounded by Canadian Malartic Gold Mines Limited and East Malartic Mines Limited to west and east respectively.

#### GEOLOGY

The "Blake River Volcanics" form a belt 2,000 feet wide extending in a northwesterly direction across the northern part of the group. "Cadillac" greywacke and argillite occur stratigraphically above them and to the northeast; "Kewagama" sediments to the southwest.

HISTORY

Sladen Malartic Mines Limited

The original claims were staked in 1923 and 1924. Prospecting was carried on intermittently till 1935. Following the increase in the price of gold, diamond drilling was undertaken. The No. 1 shaft was sunk the following year. In 1937 a 250 ton mill was erected.

In 1938 diamond drilling on the common boundary with East Malartic Mines Limited disclosed ore of economic importance. The No. 2 shaft was sunk at a point 2,400 feet to the east of No. 1 shaft and about 400 feet west of the East Malartic boundary.

At the present time the No. 1 shaft is 1 200 feet decrease.

per day. In April 1940, the capacity was again stepped up to 700 tons per day.

Gold recovered during the period of operation had a value of \$8,735,000.00 from the treatment of 2,392,000 tons.

#### National Malartic Gold Mines Limited

Surface drilling prior to underground work indicated two ore areas, the north and south zones.

The south porphyry zone was explored from the No. 2 shaft of Sladen on contract for National during the years 1940 and 1941. This work was done on the 350 and 725 foot levels. The exploration of the upper level disclosed three ore areas, the "West", "East" and "Central". The vertical continuity of these areas was not known other than shown by a few surface diamond drill holes. The very limited amount of drifting and diamond drilling carried out on the 725-ft. level did not disclose similar ore areas.

A shaft was sunk midway between the north and south zones in 1941 to explore the north zone. Exploratory work was done on the 525 and 725-ft. horizons.

The consolidation of the mining claims of the above mentioned two companies in a new company, Barnat Mines Ltd., was effective as of August 1st, 1948.

#### EXPLORATION

The objective was to develop ore on the south porphyry zone as quickly as possible because the known ore reserves in the Sladen section were limited and of low grade. This would permit the mill to operate at or near capacity while exploration was carried out on the north zone which had the greater potential.

# South Zone

The exploration of the south zone has been completed on the 150 and 525-ft. levels. The three known ore

shoots are in various stages of development.

The "Central" ore shoot has been developed by raises and two sub-levels between the 150 and 350-ft. horizons and by one sub-level below the 350-ft. level. Horizontal diamond drill holes, together with previous drifting and crosscutting done by National Malartic Mines, have been used to delimit the ore. This work has indicated 200,000 tons between the 150 and 525-ft. levels having a cut grade of 0.135 oz. per ton. This Block is prepared for stoping.

#### ENGINEER'S REPORT (Continued)

Drifting on the "East" ore shoot on the 150 and 525-ft. levels, together with previous work done on the 350-ft. level by National Malartic Mines, has indicated the following:

Level	Length	Width	Grade
150	130 Ft.	10 Ft.	0.12 oz. per ton
350	175 Ft.	20 Ft.	.145 oz. per ton
525	250 Ft.	16 Ft.	.145 oz. per ton

A raise is currently being driven from the 725-ft. level to the 525-ft. level to test what is believed to be the

downward extension of this shoot.

Drilling of the "West" ore shoot on the 150-ft. level, together with the previous work done on 350-ft. level by National Malartic Mines, returned the following results.

Level	Length	Width	Grade
150	180 Ft.	26 Ft.	0.115 oz. per ton
3.50	270 Ft.	20 Ft.	.118 oz. per ton

A sub-level is being driven 62 feet below the 150-ft. level.

The exploration of the north zone has been carried out by crosscutting from the Sladen No. 2 shaft. A connection was made with the National shaft after it had been dewatered by means of bore-holes on the 350 and 725-ft. levels.

#### 350-FOOT LEVEL

The cross-cut intersected the north zone 1,650 feet north of the No. 2 shaft. Car samples from the crosscut averaged 0.125 oz. per ton across 50 feet. A drift has been driven 425 feet to the east. Horizontal diamond drilling returned the following results:

	Lo	catio	n	Assay	Width
100 ft.	. East	of Sh	naft X Cut	0.19 oz. per ton	26.2 feet
150	6.6	6.6	64	.11	23.5 "
200	66	6.6	6.6	.285 "	18.9 "
250	6.6	6.6	6.6	.14	3.0 "

At a point 290 feet east of the shaft cross-cut the drift entered a body of diorite and continued therein for This body was slashed out to full width of 15 feet. Car samples from 1,500 tons obtained in the drifting and slashing averaged 0.51 oz. per ton.

Short diamond drill holes suggest that this zone may be a tabular or pencil-like structure with a 30 degree plunge to the west. Its downward extension is probably the diorite mass in the shaft cross-cut on the 525-ft. level that averaged 0.31 oz. per ton across a width of 37 feet.

#### 725-FOOT LEVEL

The diamond drilling had indicated a diorite ore shoot lying 25 feet north of the east drift in the old National workings. Drill intersections at 25 foot intervals show an average cut grade of 0.26 oz. per ton across a width of 20 feet for a length of 150 feet.

Drifting eastward to intersect the extension of this shoot encountered a second diorite body and continued in this material, which averaged 0.20 oz. per ton across drift width, for a length of 90 feet. The eastward extension of this diorite has not been delimited but diamond-drilling has revealed it to extend 60 feet to the south with only the north contact in ore.

A raise was driven in the ore area adjacent to the shaft crosscut and was directed towards the diorite mass in the crosscut on the 525-ft. level. This raise, after being in syenite porphyry grading 0.04 oz. per ton for 40 feet, entered a diorite body which continued for 80 feet and returned an average grade of 0.62 oz. per ton. The raise then entered barren greenstone and continued therein for 55 feet before entering diorite again, 25 feet below the 525-ft. level.

#### 1250-FOOT LEVEL

A crosscut, 2,200 feet in length, was driven to the north shear zone from the Sladen No. 2 shaft. From this crosscut a drift 400 feet long disclosed no ore. Horizontal diamond-drilling to the south, however, revealed the following ore intersections at 100 feet intervals west to east:

"	C III CC	ISCC	cions at 100 icc	t mitter vans	west to cast.							
			200 ft. East of	Cross-cut		9.1	ft.	of	0.18	oz.	per	ton
	Hole	No.	U-1003			4.0	ft.	of	0.12		per	
			300 ft. East of	Cross-cut.:		3.5	ft.	of	0.18		"	
	Hole	No.	U-1045		******************	45.4	ft.	of	0.36		"	
			400 ft. East of	Cross-cut		9.2	ft.	of	0.136		6.6	
	Hole	No.	U-1046			31.0	ft.	of	0.602		6.6	
			500 ft. East of	Cross-cut		15.8	ft.	of	0.113		11	
	Hole	No.	U-1047								6.6	
			600 ft. East of	Cross-cut		15.1	ft.	of	0.14		"	
	Hole	No.	U-1048			5.0	ft.	of	0.12		4.6	
			700 ft. East of	Cross-cut.		19.1	ft.	of	0.13	4.4	66	"
	Hole	No.	U-1049									
			800 ft. East of	Cross-cut.		38.5	ft.	of	0.24	oz.	per	ton
	Hole	No	II-1050								-	

The drift on this zone, which has reached a point 500 feet east of the main crosscut, entered ore 300 feet east of the main crosscut and for 145 feet averaged 0.44 oz. per ton over drift width. Car samples from 1,610 tons obtained from drifting and slashing, that has been completed to-date, averaged 0.404 oz. per ton.

Inclined drilling from 3702 drift, to explore the ore zone above and below the 1,250 level is also being done.

To-date & noies	have returned the following	g intersections.		
Hole No.	Location of Hole	Location of Intersection	Intersection	n Cut Grade
			Core Length	oz. per ton
1051	600 ft. East of crosscut	75 ft. below 1,250 level	39.8	0.22
1052	same section as U-1048	150 " " " "	6.7	0.86
1053	66	75 " above " "	17.2	0.31
1054	4.6	225 " " " "	48.2	0.185
1055	500 ft. East of crosscut	150 ft. below 1,250 level	20.0	0.115
1056	same section as U-1047	130 " above " "	58.5	0.166
1057	400 ft. East of crosscut	Abandoned		
1058	same section as U-1046	150 ft. above 1,250 level	101.0	0.27

"ROBERT R. BASSERMAN"

FILED, MARCH 5th. 1964. BARNAT MINES LTD. (No Rersonal Liability)

Incorporated under the Quebec lining Companies
Act by Letters Patent dated July 5, 1945.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953

(Ontario) by Letters Patent dated May 1st, 1957). Reference is made to previous

FILING STATEMENT Filing Statement No. 46 & Amending Filing Statement No. 46.

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is

See Schedule "A" on pages 3,4 and 5.

2. Head office address and any other office address.

The head office of the Company is located at Malartic, Cuebec, and the executive office of the Company is located at Suite 400, 112 king Street West, Toronto 1,

FILING STATEMENT NO. 1048.

3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.

Officers
President - R.C. Stanley, Jr., Suite 3902, 122 East

1/2 President - R.C. Stanley, Jr., Suite 3902, 122 East

1/2 President - J. George Boeckh, N.Y., Executive;

Vice-President - J. George Boeckh, 112 King St. W.,

Toronto 1, Ontario, Kining Executive;

Secretary - Miss Bessie Anderson Argo, 112 King St. W.,

Toronto 1, Ontario, Corporate Secretary.

Directors
R. C. Stanley, Jr., as above;
J. George Boeckh, as above;
John C.L. Allen, 112 King St. W., Toronto 1, Ontario,
Stockbroker;
P.K. Hanley, 112 King St. W., Toronto 1, Chlario,
Stockbroker;
Toronto 1, Ontario,
Stockbroker;
Toronto 1, Ontario,

- 4. Share capitalization showing authorized and issued and outstanding capital.
- Stockbroker;
  S.J. Bird, 67 Yonge Street, Toronto 1, Ontario,
  Construction Consultant.
  The authorized capital of the Company consists of
  \$5,000,000 divided into 5,000,000 shares of the par
  value of \$1.00 each of which 3,900,000 shares are
  issued and outstanding.
- 5. Particulars in respect of any bonds, ortgages, charges, liens or hypothecations outstanding.
- There are no bonds, debentures, notes, mortgages, charges, liens or hypothecations of the Company outstanding at the date hereof.
- 6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed under-writing, sale or option agreement.
- There are no treasury shares or other securities of the Company now the subject of any underwriting, sale or option agreement, or of any proposed underwriting, sale or option agreement.
- 7. Names and addresses of persons having any interest, direct or in-direct in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.

Not applicable.

Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or pro-perty acquisition.

There are no payments in cash or securities of the Company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition by the Company.

9. Brief statement of company's future development plans, including pro-posed expenditure of proceeds of sale of treasury shares, if any. The Company's future development plans for 1964 on the Company's Malartic property, include (i) a further extension of the exploratory drive to the east on the 1425 foot level for approximately 650 feet to explore a favourable area, and (ii) the 1725 foot level will be extended approximately 2,500 feet to the west boundary of the Company's Malartic property.

10. Brief statement of company's chief development work during past year.

During the past year, the Company carried out on its Malartic property, (i) a long exploratory drive on the 1425 foot level for a distance of approximately 1700 feet; (ii) a detailed magnetometer survey on the northern part of the property; (iii) 8883 feet of surface diamond drilling, and (iv) routine development work underground which continued to locate sufficient high-grade type ore to replace that mined. 575,555 tons of ore were milled during 1963 for an average of 1577 tons per day.

As referred to in Item 1 hereof the Company proposes to purchase from Wasamac Mines Limited, aforesaid, \$1,000,000 principal amount 6% unsecured Income Debentures and 600,000 shares of Wasamac for a purchase price of \$1,000,000. 11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid. Wasamac Mines Limited, aforesaid, alone will receive the entire consideration to be paid by the Company on the proposed purchase of Income Debentures and shares of Wasamac, from Wasamac, as referred to in Item 1 hereof. Wasamac is a public Company and it is not practical to give the names and addresses of persons having a greater than 5% interest therein. 12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company. 13. Number of shares held in escrow or The Company is not aware that any shares of the Company are held in escrow or in pool. in pool and a brief statement of the terms of escrow or the pooling agreement. 14. Names and addresses of owners of more than a 5% interest in escrowed Not applicable. shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.) 15. Names, addresses and shareholdings As of February 25, 1964, the five largestregistered of five largest registered shareholders and if shareholdings are pooled or shareholders of the Company are as follows:escrowed, so stating. If shares are registered in names of nominees or in street names, give names of benefi-Shareholder Number of Shares cial owners, if possible, and if names are not those of beneficial East Malartic Mines Limited, (No Personal Liability), owners, so state. 4th Floor, 112 King Street West, TORONTO 1, Ontario. 2,007,199 John C. L. Allen Limited, 4th Floor, 112 King Street West, TORONTO 1, Ontario. 368,910 Cyrus J. Lawrence & Sons, 115 Broadway, NEW YORK 6, N.Y. 62,100 Comona & Co., 16, 1374 Sherbrook Street West, MONTREAL 25, Quebec. 44,200 Sabatco, Southern Arizona Bank, P.O. Box 1871 TUCSON, Arizona. 37,500 The Company understands that none of the above shares of the Company are pooled or escrowed. The Company understands that all of the shares of the Company registered in the name of East Malartic Mines Limited are beneficially owned by it, but the Company does not know whether or not any of the other above-mentioned shareholders

This is schedule. "A" to the Filing Statement of BARNAT MINES LTD. (No Personal Liability) dated the 26th day of February, 1964

This Statement is filed in respect to a proposed Agreement to be dated January 14, 1964 to be entered into between Barnat Mines Ltd. (No Personal Liability) (the Company) and Wasawac Mines Limited, 112 King Street West, Toronto 1, Ontario, (Wasawac) (Financing Agreement).

The Financing Agreement provides that execution thereof is subject to (i) the shareholders of the Company and Wasamac respectively, approving the Company and Wasamac entering into the Financing Agreement and duly authorizing the respective officers of the Company and of Wasamac to execute and deliver same; and (ii) the shareholders of Wasamac and of Macassa Gold Mines Limited (Macassa) respectively, approving Wasamac and Macassa entering into a certain Agreement in writing to be dated as of January 14, 1964 for the sale of certain mine and mill equipment and supplies by Macassa to Wasamac (Macassa Agreement), as therein more particularly referred to and described, and duly authorizing the respective officers of Wasamac and of Macassa to execute and deliver same.

Under the provisions of the Financing Agreement, the Company, if same is duly executed and delivered, will enter into a Subscription Agreement with Wasamac (the form of which is attached to the Financing Agreement as Exhibit "C") pursuant to which the Company at the call of Wasamac will purchase from Wasamac 600,000 fully paid and non-assessable shares of the par value of \$1 each of the capital of Wasamac and \$1,000,000 principal amount 6% unsecured Income Debentures of Wasamac (Income Debentures), at or for an aggregate purchase price or consideration of \$1,000,000, such shares and such Income Debentures to be purchased in units of not less than 60,000 shares and \$100,000 principal amount Income Debentures. The form of Income Debenture to be issued by Wasamac is attached to the Financing Agreement as Schedule "A" to Exhibit "C" thereto.

In consideration of Wasamac entering into the aforesaid arrangements for the issue of said 600,000 shares and said \$1,000,000 principal amount Income Debentures, the Company will

agree to furnish to Wasamac at any time and from time to time so long as any of such Income Debentures remain outstanding or until December 31, 1974, whichever is the earlier date, a line of credit not in excess of \$1,500,000 with interest at a rate not in excess of 7% per annum, payable quarterly, in the event that Wasamac is unable to obtain bank credit for such amount. The obligation of the Company to furnish such line of credit may be fulfilled by the Company guaranteeing Wasamac's notes, discounting Wasamac's notes, providing cash or otherwise, and if the Company fails at any time to furnish to Wasamac such credit as required, the Company shall be obligated to purchase at par from Wasamac an additional principal amount of Income Debentures equal to the amount required to be provided to Wasamac up to \$1,500,000. If credit is extended or furnished by the Company as aforesaid, payment thereof cannot be demanded by the Company unless Income Debentures in addition to those to be issued under the aforesaid Subscription Agreement, to the amount of such credit, are contemporaneously purchased by the Company from Wasamac.

So long as the Company's obligation to furnish a line of credit to Wasamac as aforesaid, is outstanding, Wasamac will not without the written consent of the Company, engage in any business or operation other than (i) the development of the mining properties now owned or held under option by Wasamac and located in Beauchastel Township, Quebec (Mining Property), (ii) the acquisition, construction, maintenance and operation of a mill and related facilities for the milling and treatment of ore mined from the Mining Property, and (iii) the acquisition, construction, maintenance and operation of all the necessary facilities for the operations contemplated as a result of the development of the said Mining Property.

Wasamac will devote all funds received by it pursuant to the Financing Agreement for the purpose of development, operation and exploitation of the said Mining Property, excepting only not more than \$35,000 in each calendar year may be devoted for general corporate expenses of Wasamac.

The obligation of Wasamac both to issue and sell the

amount Income Debintures to the Company and the obligation of the Company to purchase same from Wasamac and to enter into the Subscription Agreement, shall be subject to (i) the prior acceptance of notice of the Financing Agreement for filing by the Toronto Stock Exchange; and (ii) the acceptance for filing by the Toronto Stock Exchange and the Canadian Stock Exchange of such Filing Statements of the Company and Wasamac respecting the transactions as contemplated by the Financing Agreement as may be required by the Toronto Stock Exchange and the Canadian Stock Exchange.

So long as the aforesaid obligation of the Company to furnish a line of credit to Wasamac remains outstanding, Wasamac will not without the consent of the Company to the extent more particularly set out in the Financing Agreement, incur liabilities or carry on any business and do such acts as might dissipate the assets of Wasamac.

The obligation of the Company to purchase the shares of the capital of Wasamac and the \$1,000,000 principal amount of said Income Debentures and to enter into the Subscription Agreement shall be subject to the performance by Wasamac of all its obligations required to be performed under the Financing Agreement on or before the Closing Date and to the satisfaction of the conditions set forth in the Financing Agreement relating principally to the condition of Wasamac, financial and otherwise.

Special General Meetings of the Shareholders of both the Company and Wasamac have been called for March 9, 1964 for the purposes inter alia, of approving the Financing Agreement and authorizing the respective officers of the Company and Wasamac to execute same.

The Closing Date for the transactions contemplated by the Financing Agreement is March 20, 1964.

# FINANCIAL STATEMENTS

BARNAT MINES LTD. (No Personal Liability)

# BALANCE SHEET JANUARY 31 1964

# ASSETS

CIDDENM ACCEMO			
CURRENT ASSETS		16 000	
Cash		16,222	
Trust company short term certific	ates	679,000	
Bullion at net realizable value		120,935	
Accounts receivable	•	1,362	
Amount receivable under the Emerg	encv	.,	
Gold Mining Assistance Act	, circ y	172 710	
		172,718	1 000 00/
Prepaid expenses		31,857	1,022,094
SUPPLIES at average cost			57,709
All districtions of High-modes all to - Lift investments			·
INTEREST IN OTHER COMPANIES			
Associated companies (Market Value	- \$600 063 \		
Shares at less than cost	433,245		
Advances	25,215	458,460	
Subsidiary company			
Shares at cost	37,500		
Advances	4,442	41,942	
			1 / 20 200
* Shares in other companies at cost		927,898	1,428,300
* Other Companies - (Market Value - \$94	5,000.)		
FIXED ASSETS			
Mining properties at cost less			
sale proceeds		336,983	
Buildings, machinery and equipmen	.+	330,703	
at cost	2,522,903		
Less Accumulated Depreciation	1,969,323	553,580	890,563
DEFERRED CHARGES			
Operating expenditures deferred			9,070
operating expendence dererred			
			80 /07 706
			\$3,407,736
LIABI	LITIES		
CURRENT LIABILITIES			
Accounts payable and accrued liab	dlitton	186,447	
	rtitles		015 570
Income and other taxes payable		29,116	215,563
SHAREHOLDERS' EQUITY			
Capital Stock			
Authorized - 5,000,000 shares of	of \$1 each		
	or or each	2 000 000	
Issued - 3,900,000 shares		3,900,000	
Less discount on shares		3,197,510	
		702,490	
Retained earnings			
Balance January 1 1963	2,009,068		
Net income January 1 1963	2,005,000		
	100 (15	0 / 00 (00	2 100 172
to January 31 1964	480,615	2,489,683	5,192,1/3
			\$3,407,736

Approved on behalf of the Board

Complete Director

Director

# BARNAT MINES LTD. (No Personal Liability)

# STATEMENT OF SOURCE AND APPLICATION OF FUNDS

# FOR THE PERIOD JANUARY 1 1963 TO JANUARY 31 1964

SOURCE		
Bullion recovery	2,578,827	
Assistance under the Emergency Gold		
Mining Assistance Act	351,350	
Income from investments	58,275	
Sale of fixed assets	4,368	2,992,820
A DDT TOAMTON		
APPLICATION		
Development, mining, milling, and		
general and administrative expenses	6 000 ETF	
at the property	2,288,515	
Administrative and corporate expenses	70 /00	
including \$45,500 management fee	70,422	
Quebec mining tax	20,300	
Income taxes	16,100	
Purchase of plant and equipment	17,749	
Investment in associated and subsidiary		
companies	11,313	
Investment in shares of another company	927,898	
Other items	6,337	3,358,634
Decrease in working capital	600	365,814
** 1.		1 170 0/5
Working capital January 1 1963		1,172,345
Working capital January 31 1964		806,531
No		¢ 265 91/
Decrease		\$ 365,814

Approved on behalf of the Board

Director

Director

16.	Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	its shar	reholdir	Mines Liungs is in of the C	a pos	ition	aid, th to mate	rough riall	у		
17.	If assets include investments in the	IN	VEST LEN	T PORTFO	LIOAS	AT FE	BRUARY 2	25, 19	064		
	shares or other securities of other companies, give an itemized state- ment thereof showing cost or book value and present market value.	Book Shares Value						Market Value			
	Value and prevant imments values	42,700	Lake S	hore Min	es Limi	ited	\$ . 1/	40,189	9.00	\$ .	72,590.00
		750,000	Macwin	Mines L	imited			37,500	0.00		-
		47,250	Northe	rn Ontar	io Nati	ural G	as 9	27,898	3.10		921,375.00
		3,450	Tralac	Limited				3,450	0.00		-
		457,640	Wasama	c Mines	Limite	i.	· · · · L	64.60	5.83	-	549.168.00
							\$1,5	73,64	2.93	\$1,	543,133.00
				Cuaman	t and T	are at	onta				
				Guaran	reed 1	ivesum	enus				
			al Trust	Company ceipt	Guara	nteed	4.70%	Feb.	12/65	\$	46,000.00
		18	H,	18	88	İ	4.70%	Jan.	7/65		57,000.00
		11	11	8 8	11	11	4.45%	Feb.	16/65		62,000.00
		11	11	. 83	111	11	4.70%	Jan.	26/65		38,000.00
		17	11 -	11	. 11	n	. 41%	Apr.	14/64		17,000.00
				Company ertificat		teed	42%	Dec.	24/64		74,000.00
		11	12	11	11	111	3%		emand		213,000.00
		11	11	: 27	н	11	41%		5/64		10,000.00
		11 ,	11		188	17	4.45%	Jan.	28/65		53,000.00
		98	11	11	11		47%	Mar.	26/64		37,000.00
										\$	607,000.00
						w do re- o' pad asiando li-turi			effili kilist kilonghendom sko		
18.	Brief statement of any lawsuits pend- ing or in process against company or its properties.			wsuits p its prop			proces	s aga:	inst		
19.	The dates of and parties to and the general nature of every material con-		Ther	e are no	materi	al cor	ntracts	enter	red int	o b	у
	tract entered into by the company which is still in effect and is not	the Company not disclosed by the foregoing, except only an									
	disclosed in the foregoing.	arrangement entered into with Little Long Lac Gold Mines									
		Limited, 112 King Street West, Toronto 1, Ontario, as of									
		June 1, 1962, whereby the Company pays to Little Long Lac a									
		manageme		of \$3,500							
20.	Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distri-	This Statement is filed pursuant to the rules and regulations of the Toronto Stock Exchange in respect to									
	bution to the public.	the matt	er refe	rred to	in Iter	n 1 he	reof wh:	ich th	re Comp	any	
		understa	nds to	be class	ed as a	a "mate	erial cl	nange'	in it	S	
		affairs.	There	are no .	furthe	rele	vant ma	terial	Lchang	es.	
		No share	s of th	e Compan	y are p	presen	tly in	the co	ourse o	ſ	

### CERTIFICATE OF THE COMPANY

primary distribution to the public.

DATED February 26, 1964

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item I above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be fired.)

DARWAY TO TO HAPPENSONAL Lightlity)

CORPORATE

#P.K. Hanley#

CERTIFICATE OF UNDERWRITER OR OPTIONEE

DIRECTOR

CERTIFICATE OF UNDERWEITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.) body.)

THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED INTHIS FILING STATEMENT, WHICH IS A REPRO DUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY. THIS FILIN STATEMENT IS NOT TO BE REPRODUCED IN WHOLE OR IN PART WITHOUT THE WRITTEN APPROVAL OF THE TORONTO STOCK EXCHANGE

# THE TORONTO STOCK EXCHANGE

FILED, OCTOBER 8th. 1964.

BARNAT MINES LTD. (No Personal Liability)

Full corporate name of Company Incorporated under the Quebec Mining Companies Act by Letters Patent dated July 5, 1948.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953 (Ontario) by Letters Patent dated May 1st, 1957).

Reference is made to previous FILING STATEMENT Filing Statement No. 1048.

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.

See Schedule "A" on pages 3 & 4.

- 2. Head office address and any other office address.
- The head office of the Company is located at Malartic, Quebec, and the executive office of the Company is located at Suite 400, 112 King Street West, Toronto 1, Ontario.
- 3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.
- Officers President - R. C. Stanley, Jr., Suite 3902, 122 East 42nd Street, New York, N.Y., Executive; Vice-President - J. George Boeckh, 112 King St. W.,

Toronto 1, Ontario, Mining Executive; Secretary - Miss Bessie Anderson Argo, 112 King St. W., Toronto 1, Ontario, Corporate Secretary.

Directors

R. C. Stanley, Jr., as above;

J. George Boeckh, as above;

John C. L. Allen, 112 King Street West, Toronto 1,

Ontario, Stockbroker;

P. K. Hanley, 112 King Street West, Toronto 1, Ontario Stockbroker;
Bessie Anderson Argo, as above.

4. Share capitalization showing authorized and issued and outstanding capital.

The authorized capital of the Company consists of \$5,000,000 divided into 5,000,000 shares of the par value of \$1.00 each of which 3,900,000 shares are issued and outstanding.

5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding. There are no bonds, debentures, notes, mortgages, charges, liens or hypothecations of the Company outstanding at the date hereof.

6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement. There are no treasury shares or other securities of the Company now the subject of any underwriting, sale or option agreement, or of any proposed underwriting, sale or option agreement.

7.	Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	Not applicable.
8.	Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	There are no payments in cash or securities of the Company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition by the Company.
	Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company's future development plans include a continuation of the westward drive for approximately 2000 feet on the 1725 ft. level of its mine to the boundary of the property owned by Canadian Malartic Gold Mines Limited. The cost of this work, which will also include exploratory drilling, will be approximately \$100,000.
	Brief statement of company's chief development work during past year.	During the past year, the Company has put out a drive in an easterly direction to the boundary of the East Malartic Mines Limited property at the 1425 ft. level of its mine, which has now been completed at a cost of approximately \$100,000, including exploratory drilling done at the same time. Ore reserves have been maintained at approximately the same level as at the end of 1963, when ore reserves totalled 1,698,000 tons having an average value of .117 ounce gold per ton
11.	Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	As referred to in Item 1 hereof the Company proposes to purchase from Wasamac Mines Limited, aforesaid, \$1,400,000 principal amount 5% convertible subordinated unsecured Income Debentures of Wasamac for a purchase price of \$1,400,000.
12.	Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Wasamac Mines Limited, aforesaid, alone will receive the entire consideration to be paid by the Company on the proposed purchase of the said 5% convertible subordinated unsecured Income Debentures of Wasamac, as referred to in Item 1 hereof. Wasamac is a public Company and it is not practical to give the names and addresses of persons having a greater than 5% interest therein, other than that the Company owns in excess of 50% of the issued shares of Wasamac.
13.	Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	The Company is not aware that any shares of the Company are held in escrow or in pool.
14.	Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Not applicable.
15.	Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	See Schedule "B" on page 5.

THIS IS SCHEDULE "A" to the Filing Statement of BARNAT MINES LTD. (No Personal Liability) dated the 1st day of October, 1964.

Agreement to be dated as of October 1, 1964 and to be made between
Barnat Mines Ltd., 112 King Street West, Toronto, Ontario, (the
Company) and Wasamac Mines Limited, 112 King Street West, Toronto,
Ontario, (Wasamac) (the October Agreement). The said October Agreement
is proposed to be made in furtherance of the Plan for putting
Wasamac's gold property located in Beauchastel Township in the
Province of Quebec, into production at a cost of approximately
\$4,400,000 by July 1, 1965.

Under the Plan, an Agreement dated January 14, 1964, was entered into between Wasamac and the Company for the purchase by the Company of \$1,000,000 principal amount 6% unsecured Income Debentures of Wasamac due December 31, 1974, and 600,000 shares of Wasamac, for a total or aggregate purchase price of \$1,000,000. The Company also agreed to furnish to Wasamac a line of credit not in excess of \$1,500,000 with interest at a rate not in excess of 7% per annum. The Company arranged for The Canadian Imperial Bank of Commerce to provide such line of credit in the amount of \$1,500,000. The Company has purchased \$800,000 principal amount of the 6% unsecured Income Debentures and will purchase the remaining \$200,000 principal amount of such Income Debentures prior to October 31, 1964.

Wasamac also entered into an Agreement dated January 14, 1964 with Macassa Gold Mines Limited, 112 King Street West, Toronto 1, Ontario, (Macassa) for the purchase from Macassa of mine and mill equipment and supplies to a value of \$500,000, and issued \$500,000 principal amount 6% unsecured Income Debentures of Wasamac due December 31, 1974, and 100,000 shares of the Company to Macassa in payment for the equipment and supplies so purchased.

The said Agreements dated January 14, 1964 made between Wasamac and the Company and Wasamac and Macassa were fully referred to in Filing Statement No. 1048 filed by the Company with the Toronto Stock Exchange.

It is anticipated that a further \$1,400,000 is required to be expended by Wasamac in addition to the money raised by the borrowing of the aforesaid sum of \$1,500,000 from The Canadian

Imperial Bank of Commerce and the issue of \$1,500,000 principal amount 6% unsecured Income Debentures and 700,000 shares of Wasamac to the Company and Macassa as aforesaid.

In order to provide the required additional sum of \$1,400,000, Wasamac proposes to enter into the aforesaid October Agreement with the Company, whereby the Company will agree to purchase \$1,400,000 principal amount 5% convertible subordinated unsecured Income Debentures of Wasamac due December 31st, 1975 (1975 Convertible Debentures) for a purchase price of \$1,400,000. The said 1975 Convertible Debentures are to be purchased by the Company on the call of Wasamac, Wasamac being not entitled to make a call for less than \$100,000 principal amount of such 1975 Convertible Debentures.

The said 1975 Convertible Debentures are subordinated to the said 6% unsecured Income Debentures of Wasamac due December 31st, 1974, issued to the Company and Macassa as aforesaid, and may be converted at any time prior to the 15th day of December, 1975, into shares of Wasamac on the basis of 800 shares for each \$1,000.00 principal amount of such Income Debentures so converted. On conversion of any such 1975 Convertible Debentures, no payment or adjustment will be made by either Wasamac or holder of such 1975 Convertible Debentures on account of accrued interest thereon or for any dividends on shares of Wasamac issued.

Pursuant to said 1975 Convertible Debentures interest is cumulative and payable at the rate of 5% per annum out of "operating profits" only, as therein defined, and in the manner therein set forth.

Special General Meetings of the Shareholders of both the Company and Wasamac will be held near the end of October, 1964, for the purposes, inter alia, of approving the said October Agreement and authorizing the respective officers of the Company and Wasamac to execute same.

Pursuant to the October Agreement, the Company is given the right and option to purchase up to a further \$300,000 principal amount 1975 Convertible Debentures for a purchase price of \$300,000, if after the Company has purchased from Wasamac the aforesaid \$1,400,000 principal amount 1975 Convertible Debentures, Wasamac requires further funds to complete the Plan for bringing its said gold property into production, the said right and option so granted to expire on the day Wasamac's said Mining Property in Beauchastel Township comes into production as defined in the Income Tax Act (Canada).

The Company proposed to obtain the necessary funds to purchase the \$1,400,000 principal amount 1975 Convertible Debentures by the sale of certain of its investments comprising shares in other companies and short term notes, and from operating profits from its mine in the Malartic area.

THIS IS SCHEDULE "B" to the Filing Statement of BARNAT MINES LTD. (No Personal Liability) dated the 1st day of October, 1964.

As of September 30, 1964, the five largest registered shareholders of the Company are as follows:-

Shareholder	Number of Shares
East Malartic Mines Limited, (No Personal Liability), 4th Floor, 112 King Street West, TORONTO 1, Ontario.	2,043,699
John C. L. Allen Limited, 4th Floor, 112 King Street West, TORONTO 1, Ontario.	379,057
Cyrus J. Lawrence & Sons, 115 Broadway, NEW YORK 6, N. Y.	65,100
Comona & Co., 16, 1374 Sherbrook Street West, MONTREAL 25, Quebec.	44,100
T. A. Richardson & Co., 4 King Street West, TORONTO 1, Ontario.	31,940

The Company understands that none of the above shares of the Company are pooled or escrowed.

The Company understands that all of the shares of the Company registered in the name of East Malartic Mines
Limited are beneficially owned by it, and that Hard Rock
Gold Mines Limited, 4th Floor, 112 King Street West,
Toronto 1, Ontario is the beneficial owner of 144,000 of the
379,057 shares of the Company registered in the name of
John C. L. Allen Limited but save as aforesaid, but the
Company does not know whether or not any of the other abovementioned shareholders are the beneficial owners of the
shares of the Company registered in their respective names.

# FINANCIAL STATEMENTS

BARNAT MINES LTD.
(No Personal Liability)

# BALANCE SHEET

# AUGUST 31, 1964

# ASSETS

CURRENT ASSETS  Cash  Trust company short term certificate Bullion at net realizable value Accounts receivable Amount receivable under Emergency Go Mining Assistance Act Prepaid expenses  Supplies at average cost  Interest in Other Companies Associated companies Shares at less than cost		19,805 103,000 162,906 1,141 122,220 24,830	433,902 60,726
(Market value \$1,400,000)  Debentures at cost  Advances  Subsidiary company  Shares at cost  Advances	509,564 720,000 26,535 37,497	1,256,099 42,347	
Shares in other companies at cost (Market value \$1,000,000)	4,850	927,898	2,226,344
FIXED ASSETS  Mining properties at cost less sale proceeds Buildings, machinery and equipment	2 526 402	331,233	-,,·
at cost Less Accumulated depreciation	2,526,493 2,028,216	498,277	829,510
Operating expenditures deferred			16,454 \$3,566,936
LIABII	LITIES		
CURRENT LIABILITIES  Accounts payable and accrued liabilities Income and other taxes payable	ties	147,790 18,532	166,322
SHAREHOLDERS' EQUITY Capital Stock Authorized - 5,000,000 shares of \$ Issued - 3,900,000 shares Less discount on shares Retained Earnings	31 each	3,900,000 3,197,510 702,490	
Balance January 1 1964 Net income Jan.1 1964 to Aug.31 19		2,698,124	3,400,614 \$3,566,936

APPROVED ON BEHALF OF THE BOARD

Director

Director

# BARNAT MINES LTD. (No Personal Liability)

# STATEMENT OF SOURCE AND APPLICATION OF FUNDS

# FOR THE PERIOD FEBRUARY 1 TO AUGUST 31, 1964

# SOURCE

Bullion recovery Assistance under the Emergency Gold Mining Assistance Act Income from investments Sale of fixed assets Sale of investments	1,326,300 229,830 24,147 5,950 3,684	1,589,911
APPLICATION		
Development, mining, milling, and general and administrative expenses at the property	1,255,167	
Administrative and corporate expenses including \$24,500 management fee	41,798	
Quebec mining tax Income taxes Purchase of plant and equipment Investment in associated and subsidiary	10,000 5,370 4,397	
companies (net) Other items	801,729	2 120 062
Other Items	10,401	2,128,862
DECREASE IN WORKING CAPITAL		\$ 538,951
Working capital February 1 1964 Working capital August 31 1964		806,531 267,580
Decrease		\$538,951

APPROVED) ON BEHALF OF THE BOARD

Director

Director

16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	East Malartic Mines Limited, aforesaid, through its shareholdings, is in a position to materially affect control of the Company.						
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	Shares         Book Value         Market Value           Lake Shere Mines Ltd.         10,200         \$ 58,927.75         24,440.00           Macwin Mines Limited         749,997         37,497.00            Northern Ontario Natural Gas Co. Wasamac Mines Limited         937,639         927,898.10         1,027,687.50           \$1,569,177.51         \$2,409,704.05						
	GUARANTEED INVESTMENTS						
	The Royal Trust Company Guaranteed Investment Receipt 4.70% Aug. 6/65 The Royal Trust Company Guaranteed Investment Receipt 4.95% Sept. 2/65 80,000.00						
	Montreal Trust Company Guaranteed Investment  Certificate 3% demand  " " " 27,000.00  " " " " 20,000.00  45,000.00						
	\$257,000.00						
	INCOME DEBENTURES						
	Wasamac Mines Limited \$800,000.00 6% Income Debentures at cost \$720,000.00						
18. Brief statement of any lawsuits pending or in process against company or its properties.	There are no lawsuits pending or in process against the Company or its properties.						
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	There are no material contracts entered into by  the Company not disclosed by the foregoing, except only an  arrangement entered into with Little Long Lac Gold Mines Limited,						
	112 King Street West, Toronto 1, Ontario, as of June 1, 1962,						
	whereby the Company pays to Little Long Lac a management fee of						
20. Statement of any other material facts	\$3,500.00 per month.  This Statement is filed pursuant to the rules and						
and if none, so state. Also state whether any shares of the company	regulations of the Toronto Stock Exchange in respect to the matter						
are in the course of primary distri- bution to the public.	referred to in Item 1 hereof which the Company understands to be						
	classed as a "material change" in its affairs. There are no further						
	relevant material changes. No shares of the Company are presently						
	in the course of primary distribution to the public.						

#### DATED October 1, 1964. CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal the company's affairs and there is no further material information applicable.

Signing officers who are directors and the corporate seal to be affixed.

BARNAT MINES LTD. (No Personal Liability)

CORPORATE

SEAL

OUR CURRENT

DIRECTOR

"J.C.I. Allen!"

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS AMENDING FILING STATEMENT, WHICH IS A REPRODUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY. THIS AMENDING FILING STATEMENT IS NOT TO BE REPRODUCED IN WHOLE OR IN PART WITHOUT THE WRITTEN APPROVAL OF THE TORONTO STOCK EXCHANGE.

# TORONTO STOCK EXCHANGE

AMENDING FILING STATEMENT No. 46. FILED, AUGUST 10th. 1961.

BARNAT MINES LTD (No Personal Liability)

Full corporate name of Company

# AMENDING FILING STATEMENT

(To be filed with respect to any change in a Filing Statement filed within a period of six months)

To be read in conjunction with Filing Statement No. 46 dated April 21, 1958.

The Company has entered into an Agreement dated June 30, 1961 with Gaitwin Mines Limited providing for the Brief statement of the material change in the affairs of the company incorporation of a New Company by Barnat to acquire certain mining claims held by Gaitwin and located in the Province of Quebec, which Agreement is more particularly referred to in Schedule "A" hereto. on pages 2 & 3. in respect of which this amending filing statement is filed. The Head Office of the Company has been changed from 2. Head office address and any other 355 St. James Street West, Montreal, P.Q. to the Town of Malartic, Quebec. The Executive Offices of the Company remain at Room 602, 199 Bay Street, Toronto, office address. 3. Names, addresses and chief occupations for the past five years See Schedule "B" hereto on page 3. present or proposed officers and By Supplementary Letters Patent dated July 4, 1958, the authorized capital of the Company was increased from 4,000,000 shares of the par value of \$1.00 each to 5,000,000 shares of the par value of \$1.00 each, of which 3,900,000 shares are issued and outstanding as fully paid 4. Share capitalization showing authorized and issued and outstanding capital. and non-assessable shares. 5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, See Schedule "C" hereto on page 3. liens or hypothecations outstanding. 15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are See Schedule "D" hereto on page 4. registered in names of nominees or in street names, give names of benefi-cial owners, if possible, and if AUG 28 1961 hames are not those of beneficial owners, so state. East Malartic Mines Limited, Room 602, 199 Bay Street, Toronto, Ontario, through its shareholdings in the Company can materially affect control of the Company. 16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company. 17. If assets include investments in the shares or other securities of other companies, give an itemized state-ment thereof showing cost or book See Schedule "E" hereto on page 4. value and present market value. This Amending Filing Statement is filed pursuant to the rules and regulations of the Toronto Stock Exchange in respect to the matter firstly referred to above, which the Company understands to be classed as a "material change". There are no other relevant material facts. Statement of any other material facts and if none, so state.

DATED August 8, 1961.

CORPORATE

#### CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

BARNAT MINES LTD.

"P.K. Hanley"

"S.J. Bird"

By SEAL And SEAL

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

This is Schedule "A" to the Amending Filing Statement of BARNAT MINES LTD., dated August 8, 1961.

The Company has entered into an Agreement dated June 30, 1961 with Gaitwin Explorations Limited (Gaitwin) whereby the Company agreed that within 30 days after the date that said Agreement receives the approval of the shareholders of Gaitwin, it will incorporate a mining company herein called the "New Company" under the laws of the Province of Ontario with an authorized capital of \$3,000,000 divided into 3,000,000 shares of the par value of \$1.00 each and with a board of five directors. Under the terms of said Agreement dated June 30, 1961, Gaitwin agreed to transfer to said New Company mining claims held under Development License and Mining Concession in Beauchastel Township in the Province of Quebec, in consideration of the payment of \$37,500.00 to it by the New Company and the allotment and issue to it of 375,000 shares of the New Company.

Said 375,000 shares are to be held in escrow by Chartered Trust Company, 34 King Street West, Toronto, subject to release, transfer, hypothecation, assignment or other alienation only with the written consent of the Ontario Securities Commission and of such other like regulatory authorities where required in such other Provinces of Canada, in which within one year of the date of incorporation of the New Company the shares of the New Company may be qualified for sale to the public.

Under the terms of said Agreement dated June 30, 1961, the Company is also to receive 375,000 shares of the New Company of which 300,000 shares are to be held in escrow with the same escrow agent and upon the same terms and conditions as the 375,000 shares to be issued to Gaitwin as aforesaid.

The said Agreement dated June 30, 1961 further provides that the Company will enter into an Underwriting and Option Agreement with the New Company whereby the Company will purchase 375,000 shares of the New Company at the price of 10¢ per share payable forthwith on the acquisition by the New Company of the aforesaid mining claims held under Development License and Mining Concession in Beauchastel Township, and in consideration thereof, will receive the option to purchase all or any part of a further 725,000 shares of capital stock of the New Company as follows:

- (a) All or any part of One Hundred and Twenty-five Thousand (125,000) shares at Ten Cents (10¢) per share at any time within twenty-four months from the date of incorporation of the New Company;
- (b) All or any part of a further Four Hundred Thousand (400,000) shares at Fifteen Cents (15¢) per share at any time within thirty months from the date of incorporation of the New Company;
- (c) All or any part of a further Two Hundred Thousand (200,000) shares at Twenty Cents (20¢) per share at any time within thirty-six months from the date of incorporation of the New Company;

the aforesaid option periods to be extended by the length of any period or periods during which the New Company is unable to carry on mining and development operations due to causes beyond its control.

The Company is to have control of the New Company during the period of 5 years from the date of its incorporation and the right to nominate four of the five directors thereof, Gaitwin to have the right during the said period to nominate the remaining Director.

Said Agreement dated June 30, 1961, further provides that

the Directors of Gaitwin and the Company have the right to authorize the amendment, alteration or variation of any of the terms and conditions of said Agreement without further approval of the shareholders of either Company following approval of said Agreement by the shareholders of Gaitwin.

On July 25th, 1961, the shareholders of Gaitwin at an Annual and General Meeting, by Special Resolution confirmed a resolution of the Directors of Gaitwin passed July 4, 1961, approving the said Agreement.

This is Schedule "B" to the Amending Filing Statement of BARNAT MINES LTD., dated August 8, 1961

The number of the Directors of the Company has been decreased from seven to five Directors. The names, addresses, and chief occupation for the past five years, of the present officers and directors are:-

#### Officers

President - R. C. Stanley Jr., Suite 2903, 122 East 42nd Street, New York, New York, U.S.A., Mining Executive;

Vice-President - J. George Boeckh, Room 602, 199 Bay Street, Toronto, Ontario, Mining Executive;

Secretary - Betty Anderson Argo, Room 602, 199 Bay Street, Toronto, Ontario, Corporate Secretary;

# Directors

- R. C. Stanley, Jr., as above;
- J. George Boeckh as above;
- J. C. L. Allen, Room 600, 199 Bay Street, Toronto, Ontario, Stock Broker;
- P. K. Hanley, Room 600, 199 Bay Street, Toronto, Ontario;
- S. J. Bird, Room 1228, 67 Yonge Street, Toronto, Ontario; Consultant.

This is Schedule "C" to the Amending Filing Statement of BARNAT MINES LTD., dated August 8, 1961.

#### Debentures:

The Company at the date hereof has Debentures outstanding in the principal amount of \$242,895.00 which bear interest at the rate of 5% per annum and which mature December 31, 1961.

#### Mortgage:

The Company is indebted to Central Mortgage and Housing Corporation in the amount of \$8,628.54 under a mortgage loan due October 1, 1962 for money advanced for employee housing at the Town of Malartic, Quebec.

The names, addresses and share holdings of the five largest registered shareholders of the Company are as follows:-

Names .	No. of Shares
East Malartic Mines Limited, Room 602, 199 Bay Street, Toronto 1, Ontario.	1,310,698
John C. L. Allen Limited, Room 600, 199 Bay Street, Toronto 1, Ontario.	937,362
Bache and Co., 360 Bay Street, Toronto 1, Ontario.	65,550
Cyrus J. Lawrence and Sons, 115 Broadway, New York, N.Y., U. S. A.	63,500
Comana and Co., Suite 16, 1374 Sherbrooke St. West, Montreal, P. Q.	44,000.

The Company is advised that 657,399 shares out of the 937,362 shares of capital stock of the Company registered in the name of John C. L. Allen Limited, aforesaid, are beneficially owned by East Malartic Mines Limited, aforesaid. The Company does not know if any of the other shareholders abovementioned are the beneficial owners of the shares registered in their respective names, excepting only that the shares registered in the name of East Malartic Mines Limited are owned by that Company.

This is Schedule "E" to the Amending Filing Statement of BARNAT MINES LTD., dated August 8, 1961.

#### Investments in Other Companies

Company	No. of Shares	Book Value	Market Value
Lake Shore Mines Limited	42,700	\$140,189.	\$130,235.
Tralac Limited	3,450	3,450.	unlisted
Wasamac Mines Limited	457,640	464,623.	297,466.